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September 28, 1999

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COMMISSION
OFFICE OF GENERAL
COUNSEL

VIA FACSIMILE
202-219-3923

Lawrence Noble, Esquire
General Counsel
Federal Election Commission
Washington, D.C. 20463

Re: MUR 4916

Dear Mr. Noble:

This letter is in response to a complaint filed before the Federal Election Commission by Kristin Kazyak against Keyes 2000, Inc. ("Keyes 2000") and the treasurer of that committee, William Constantine.

Complainant is an individual who had been associated with the committee, Alan Keyes for President '96, Inc. ("AKP"). She was terminated by AKP more than three years ago and since that time has not been associated in any way with AKP or Keyes 2000. Complainant, who worked in the 1996 Republican Presidential nomination campaign of Alan L. Keyes, has filed two complaints with the FEC against Keyes-related campaign committees, and she filed a civil law suit against AKP and an official of the campaign which was without merit.

AKP is a Delaware corporation. In 1998, complainant filed a complaint and asserted claims against the committee after she filed for protection under the bankruptcy laws by way of an adversary proceeding. The trustee in bankruptcy represented her interests in the adversary proceeding. In the course of that litigation, her claims were settled by the parties. The settlement was reviewed in detail and approved by the U.S. Bankruptcy Judge. Her complaint was dismissed with prejudice. The U.S. Bankruptcy Court approved the settlement agreement over her objections. AKP agreed to pay what it had asserted for three years as the only amount owed to her and no more. Unhappy with the wisdom of the U.S. Bankruptcy Trustee and the U.S. Bankruptcy Judge, complainant once again seeks to re-litigate the same

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issues before the FEC in this proceeding.

In the above referenced matter before the FEC, complainant asserts vague and generalized claims against Keyes 2000 and its treasurer although (1) she has never been associated with Keyes 2000 and (2) there is no legal relationship of any kind between the corporations, Keyes 2000, on the one hand, and AKP on the other hand.

Keyes 2000 is a Delaware corporation which is separate and distinct from, and unrelated to AKP. Keyes 2000 is not a successor corporation to AKP either by operation of fact or law. Keyes 2000 has not, directly or indirectly, by agreement or operation of law, assumed the debts or obligations of AKP and is not responsible for the acts or omissions of AKP. She is without standing to assert personal claims against Keyes 2000.

All claims and allegations asserted by complainant against Keyes 2000 are frivolous and without legal or factual merit. The claims are baseless, and are lodged here solely for the purpose of harassing Keyes 2000 and its treasurer.

The claims which complainant asserted in U.S. Bankruptcy Court are *res judicata*. They cannot now be re-litigated before the FEC, even assuming there was jurisdiction, which there is not. Her monetary claims were of a civil nature and were governed by state law.

Complainant has previously asserted the claims stated here in a former FEC matter, MUR 4387, which the FEC dismissed. The claims asserted in bankruptcy have been extinguished by operation of law, having been litigated once and disposed of upon Order of the Court.

Respondents will promptly respond to a more particularized statement by complainant once it is received. Based on this record, however, we submit that the complaint must be dismissed.

Very truly yours,



C. Michael Tarone

cc: William Constantine, Treasurer
Mary Parker Lewis, Chief of Staff
Alva Smith, Paralegal, FEC